

CYTEC

CYTEC INDUSTRIES INC.
Five Garret Mountain Plaza
West Paterson, NJ 07424
Tel: (201) 357-3100

May 30, 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Room 2311
12th & Constitution Avenue N.W.
Washington, D.C. 20423

RECORDATION NO. **20117** FILED 1425

JUN 3 1996 -11 45 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 3 11 39 AM '96

Dear Secretary Williams:

I have enclosed an original and one true copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the US Code. I certify that I have compared the copy with the original and found the copy to be complete and identical in all respects under penalty of perjury.

The document is a Bill of Sale dated May 29, 1996. The names and addresses of the parties to the documents are as follows:

Vendor	Citicorp Railmark, Inc. 450 Mamaroneck Avenue Harrison, New York 10528
Vendee	Cytec Industries Inc. 5 Garret Mountain Plaza West Paterson, New Jersey 07424 201-357-3140

A description of the equipment is included on Schedule 1 to the Bill of Sale.

A fee of \$21 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to me at the above address.

Very truly yours,



Roy Smith
Legal Department

RS/mk
Enclosure
STBd.529

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

6/3/96

Roy Smith
Cytec Industries, Inc.
Five Garret Mountain Plaza
West Paterson, NJ 07424

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/3/96 at 11:45AM , and assigned recordation number(s). 20117.

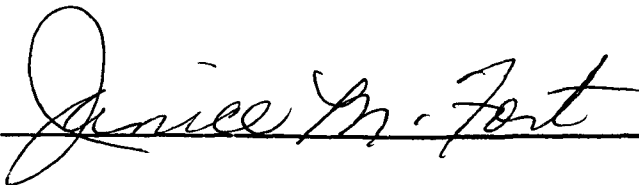
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



(Copy)

20117

RECORDATION NO. FILED 1425

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BILL OF SALE

For and in consideration of the sum of One Million Seven Hundred Fifty Thousand and 00/100 Dollars (\$1,750,000) and other good and valuable consideration, the receipt of which is hereby acknowledged, CITICORP RAILMARK, INC. (the "Company") does hereby sell, assign and transfer unto CYTEC INDUSTRIES INC. ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Schedule I hereto (the "Railcars").

The Company hereby warrants that it owns the Railcars free and clear of all liens and encumbrances, other than liens or encumbrances created by, through or under Buyer.

This Bill of Sale is being delivered in connection with the Agreement between the Company and Buyer dated as of May 23, 1996 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH ABOVE IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY AS TO TITLE TO THE RAILCARS SET FORTH IN PARAGRAPH 2 OF THE AGREEMENT, THE RAILCARS ARE BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE RAILCARS HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE RAILCARS.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 29th day of May, 1996.

CITICORP RAILMARK, INC.

By:

Its:

Bradford Holley
Vice President

SCHEDULE 1

	<u>Original Number</u>	<u>Former Number</u>	<u>Current Number</u>
1	MBFX 4925	.....	RWMX 4925
2	MBFX 4926	.. .. BN 459823	..... ACHX 459823
3	MBFX 4927	.. .. BN 459824	..... ACHX 459824
4	MBFX 4928	.....	RWMX 4928
5	MBFX 4929	.....	FMLX 45400
6	MBFX 4930	..... BN 459825	..... ACHX 459825
7	MBFX 4931	.....	RWMX 4931
8	MBFX 4932	.....	RWMX 4932
9	MBFX 4933	..... BN 459826	..... ACHX 459826
10	MBFX 4934	..... BN 459827	..... ACHX 459827
11	MBFX 4935	.....	FMLX 45401
12	MBFX 4936	.....	FMLX 45402
13	MBFX 4937	.....	FMLX 45403
14	MBFX 4938	..... BN 459828	..... ACHX 459828
15	MBFX 4939	.....	FMLX 45404
16	MBFX 4940	..... BN 459829	..... ACHX 459829
17	MBFX 4941	.....	FMLX 45405
18	MBFX 4942	..... BN 459830	..... ACHX 459830
19	MBFX 4943	.....	FMLX 45406
20	MBFX 4944	.....	FMLX 45407
21	MBFX 4945	.....	FMLX 45408
22	MBFX 4946	.....	FMLX 45409
23	MBFX 4947	.....	FMLX 45410
24	MBFX 4948	.....	FMLX 45411
25	MBFX 4949	..... BN 459831	..... ACHX 459831
26	MBFX 4950	.....	RWMX 4950
27	MBFX 4951	.....	FMLX 45412
28	MBFX 4952	.....	FMLX 45413
29	MBFX 4953	..... BN 459832	..... ACHX 459832
30	MBFX 4954	.....	FMLX 45414
31	MBFX 4955	..... BN 459833	..... ACHX 459833
32	MBFX 4956	..... BN 459834	..... ACHX 459834
33	MBFX 4957	..... BN 459835	..... ACHX 459835
34	MBFX 4958	..... BN 459836	..... ACHX 459836
35	MBFX 4959	..... BN 459837	..... ACHX 459837
36	MBFX 4960	.....	RWMX 4960
37	MBFX 4961	..... BN 459838	..... ACHX 459838
38	MBFX 4962	..... BN 459839	..... ACHX 459839
39	MBFX 4963	..... BN 459840	..... ACHX 459840
40	MBFX 4964	..... BN 459841	..... ACHX 459841
41	MBFX 4965	..... BN 459842	..... ACHX 459842
42	MBFX 4966	..... BN 459843	..... ACHX 459843
43	MBFX 4967	..... BN 459844	..... ACHX 459844
44	MBFX 4968	.....	BN 459845
45	MBFX 4969	..... BN 459846	..... ACHX 459846
46	MBFX 4970	.....	FMLX 45415
47	MBFX 4971	..... BN 459847	..... ACHX 459847
48	MBFX 4972	..... BN 459848	..... ACHX 459848
49	MBFX 4973	..... BN 459849	..... ACHX 459849
50	MBFX 4974	..... BN 459850	..... ACHX 459850